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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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CHARLES FEDERMAN, Derivatively and on behalf of
Nominal Defendant, COMPUTER ASSOCIATES
INTERNATIONAL, INC.,

03 Civ. 4199 (TCP)

Plaintiff,

**STIPULATION AND ORDER
OF SUBSTITUTION OF
COUNSEL**

- against -

RUSSELL M. ARTZT, WILLIAM F.P. de VOGEL,
RICHARD A. GRASSO, LEWIS S. RANIERI, ALFONSE
S. D'AMATO, SHIRLEY STRUM KENNY, SANJAY
KUMAR, ROEL PIEPER and CHARLES B. WANG

Defendants,

-and-

COMPUTER ASSOCIATES
INTERNATIONAL, INC.,

Nominal Defendant.

X

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned that the law firm of Cleary Gottlieb Steen & Hamilton LLP hereby is substituted for Piper Rudnick LLP (now known as "DLA Piper Rudnick Gray Cary US LLP") as counsel of record for defendants Lewis S. Ranieri and Alfonse M. D'Amato in the above-captioned action. Cleary Gottlieb Steen & Hamilton LLP requests that a copy of all papers henceforth served in this action be served upon Lewis J. Liman, a member of the firm, at the firm's offices at One Liberty Plaza, New York, NY 10006.

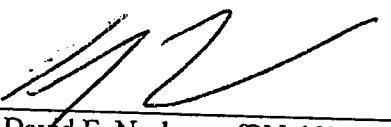
A supporting declaration is attached hereto pursuant to Local Civil Rule 1.4.

This substitution does not waive or otherwise impair any defenses that defendants Lewis S. Ranieri and Alfonse M. D'Amato may have available to them.

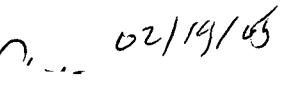
The written stipulation may be executed in counterpart.

Dated: January 12, 2005
New York, New York

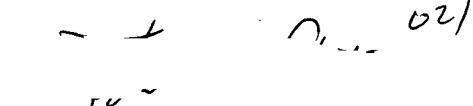
DLA PIPER RUDNICK GRAY
CARY US LLP


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CLEARY GOTTLIEB STEEN &
HAMILTON LLP


By: Lewis J. Liman (LL9166)
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New York, New York 10006
Tel: (212) 225-2000
Fax: (212) 225-3999

IT IS SO ORDERED


U.S.D.J.